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2/27/95 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

((H95000002294))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SENIOR ADVANTAGES OF SOUTH FLORIDA, INC.
FAX AUDIT NUMBER: H95000002294 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/27/1995 TIME REQUESTED: 15:16:31
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

[Handwritten signature]
2/27

FEB-27-1995 16:18 FROM EMPIRE

TO DIV CORP ELT FI P.11

ARTICLES OF INCORPORATION

OF

Senior Advantages of South Florida, Inc.

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

Senior Advantages of South Florida, Inc.

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence.

ARTICLE V

Directors

This Corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws.

ESTHER Z. BEHAR, CPA
8250 BYRON AVE. #501
MIAMI BCH., FL 33141
(305) 865-9869

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9 FEB 28 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The initial Directors shall be: Claudia Wechter residing at 710 S. Park Rd. #1412, Hollywood, Florida, 33021 and Hal M. Wechter residing at 710 S. Park Rd. #1412, Hollywood, Florida, 33021

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 4851 NW 103 Avenue, #55A, Sunrise, Florida 33351 or such other place as may from time to time be designated.

ARTICLE VII

Incorporators

The name and street address of the Incorporator of this Corporation is:

Ethar E. Bejar
8250 Byron Avenue #501
Miami Beach, Florida 33141

ARTICLE VIII

Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Claudia Wechter
710 S. Park Road #1412
Hollywood, Florida 33021

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 27th day of February, 1995.

[Signature]
(INCORPORATOR)

CHUCK Z. BERNI

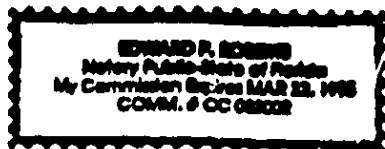
State of Florida)
County of Dade) ss.

The foregoing instrument was acknowledged before me this 27 day of Feb, 1995 by

[Signature]
NOTARY PUBLIC

State of Florida

My commission expires:



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FEB-27-1995 16:20 FROM EMPIRE

TO

DIV CORP ELT FI P.14

H 95000002294

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Senior Advantages of South Florida, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 4851 NW 103 Avenue #55A Sunrise, Florida, 33381 City of Sunrise, County of Broward, State of Florida, has named Claudia Wechter at 710 S. Park Rd. #1412, Hollywood, Florida 33021, City of Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Claudia Wechter

Claudia Wechter

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95 FEB 28 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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